

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

BLUE SPIKE, LLC
Plaintiff,

V.

TEXAS INSTRUMENTS, INC.
Defendants

§ Civil Action No. 6:12-CV-499 MHS

§ LEAD CASE

BLUE SPIKE, LLC,
Plaintiff,

V.

AUDIBLE MAGIC CORPORATION,
FACEBOOK, INC., MYSPACE, LLC,
SPECIFIC MEDIA, LLC,
PHOTOBUCKET.COM, INC.,
DAILYMOTION, INC.,
DAILYMOTION S.A., SOUNDCLOUD,
INC., SOUNDCLOUD LTD., MYXER,
INC., QLIPSO, INC., QLIPSO MEDIA
NETWORKS LTD., YAP.TV, INC.,
GOMISO, INC., IMESH, INC.,
METACAFE, INC., BOODABEE
TECHNOLOGIES, INC., TUNECORE,
INC., ZEDGE HOLDINGS, INC.,
BRIGHTCOVE INC.,
COINCIDENT.TV, INC., ACCEDO
BROADBAND NORTH AMERICA,
INC., ACCEDO BROADBAND AB,
AND MEDIAFIRE, LLC

Defendants.

§ Civil Action No. 6:12-CV-576 MHS

§ CONSOLIDATED CASE

BLUE SPIKE, LLC,
Plaintiff,

V.

WIOFFER, LLC
Defendant.

§ Civil Action No. 6:12-CV-570 MHS

§ CONSOLIDATED CASE

DECLARATION OF _____ IN SUPPORT OF DEFENDANT AUDIBLE MAGIC CORPORATION'S AND ITS CUSTOMERS' MOTION TO TRANSFER VENUE TO THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF CALIFORNIA UNDER 28 U.S.C. § 1404(a)

I, Zachary St. Martin, declare under penalty of perjury that the following is true and correct:

1. I am the Assistant General Counsel and Vice President at Myspace LLC and Specific Media LLC. I have personal knowledge of the facts set forth in this declaration, or access to Myspace LLC's ("Myspace") corporate information and records and access to the corporate information and records of Specific Media LLC allowing me to confirm these facts. If called as a witness, I could testify competently to these facts under oath.

2. Myspace is headquartered in Beverly Hills, California. Myspace is a wholly owned subsidiary of Interactive Media Holdings, Inc., and an affiliated entity of Specific Media LLC. Specific Media LLC is headquartered in Irvine, California.

3. Myspace has no operations, employees, or property in Texas. Specific Media has an office in Dallas, Texas, but no operations, employees or property in the Eastern District of Texas. Specific Media's operations in Dallas have no relationship to the matters in this lawsuit or the Audible Magic technology at issue. On the face of the complaint, Specific Media is accused based solely on the Myspace website based on its incorporation of certain Audible Magic technology.

4. Myspace and Specific Media regularly conduct business in the San Francisco Bay Area and Silicon Valley.

5. Myspace is accused in the complaint in the above-referenced action based on Audible Magic's technology.

6. Myspace entered into an agreement with Audible Magic, located in Los Gatos, California, permitting Myspace to integrate Audible Magic's Content Identification Services into Myspace's websites. This is technology accused by Blue Spike in the instant action. The Content Identification Services provided to Myspace are, at all times, managed by Audible

Magic on its computer servers and in its network operations center in Los Gatos, California and San Jose, California.

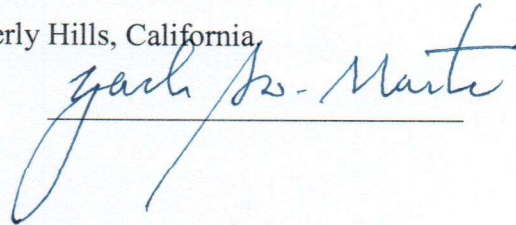
7. Myspace interacted with Audible Magic technical and business personnel in Los Gatos, California to obtain the agreement with Audible Magic and with regard to technical aspects of the Audible Magic technology.

8. As part of its agreement with Audible Magic, Myspace utilizes or accesses servers, databases, and software located in and/or originating from Audible Magic in Los Gatos, California.

9. Myspace has no access to, and no ability to alter, Audible Magic's proprietary source code used to run Audible Magic's Content Identification Services.

I declare under penalty of perjury under the laws of the United States of America that the foregoing facts are true and correct based on my own personal knowledge.

Executed on May 8, 2013 in Beverly Hills, California

A handwritten signature in blue ink, appearing to read "Gary S. Martin", is written over a horizontal line.